



**REGULATIONS ON THE OPERATION  
OF THE SUPERVISION BOARD  
THONG NHAT HANOI JOINT STOCK COMPANY**

***Ha Noi, March 18, 2026***



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**THONG NHAT HA NOI  
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness**

*Ha Noi, March 18, 2026*

## **REGULATIONS ON THE OPERATION OF THE SUPERVISION BOARD**

*Based on the Securities Law dated November 26, 2019;*

*Based on the Enterprise Law dated June 17, 2020;*

*Based on Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;*

*Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;*

*Thong Nhat Ha Noi Joint Stock Company;*

*Based on the Shareholders' General Meeting Resolution No. 01/2026/NQ-ĐHĐCĐ February 26, 2026.*

The Supervision Board has issued the Regulations on the Operation of the Supervision Board of Thong Nhat Ha Noi Joint Stock Company.

The operating regulations of the Supervision Board of Thong Nhat Ha Noi Joint Stock Company include the following contents:

### **CHAPTER I. GENERAL PROVISIONS**

#### **Article 1. Scope of Regulation and Applicable Subjects**

1. Scope of application: The regulations governing the operation of the Supervision Board stipulate the organizational structure, personnel, standards, conditions, rights and obligations of the Supervision Board and its members as prescribed in the Enterprise Law, the company's charter, and other relevant regulations.
2. Scope of Application: The Regulations on the Operation of the Supervision Board apply to the Supervision Board and its members.

#### **Article 2. Principles of operation of the Supervision Board**

1. The Supervision Board operates on the principle of collective decision-making. Members of the Supervision Board are individually responsible for their assigned tasks and are jointly accountable to the General Meeting of Shareholders and to the law for the work and decisions of the Supervision Board.
2. The head of the Supervision board may not simultaneously hold executive positions within the company;



3. The Supervision Board has the right to independently evaluate, conclude, and make recommendations in its inspection and control activities.

## **CHAPTER II. MEMBERS OF THE SUPERVISION BOARD**

### **Article 3. Rights, obligations, and responsibilities of members of the Supervision Board**

1. Strictly adhere to the law, the company's charter, decisions of the Board of Directors, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.
2. To exercise the assigned rights and obligations honestly, carefully, and to the best of their ability in order to ensure the maximum legitimate interests of the Company.
3. Be loyal to the interests of the Company and its shareholders; do not abuse your position, title, or use the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals.
4. Other obligations as stipulated by the Enterprise Law and the company's charter.
5. In the event of a violation of the provisions of Clauses 1, 2, 3, and 4 of this Article that causes damage to the Company or other parties, the members of the Supervision Board shall be held personally or jointly liable for compensation for such damage. Any income and other benefits obtained by the members of the Supervision Board as a result of the violation must be returned to the Company.
6. If a member of the Supervision Board is found to have violated their assigned rights and obligations, a written notification must be sent to the Supervision Board, requesting the person committing the violation to cease the violation and remedy the consequences.

### **Article 4. Term of office and number of members of the Supervision Board**

1. The number of members of the Supervision Board is 3 people. The term of office for a member of the Supervision Board shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
2. Members of the Supervision Board do not necessarily have to be shareholders of the Company.
3. More than half of the members of the Supervision Board must be residents of Vietnam.
4. In cases where members of the Supervision Board have their terms ending at the same time as a new member of the Supervision Board has not yet been elected, the member whose term has ended shall continue to exercise their rights and obligations until a new member of the Supervision Board is elected and assumes their duties.

### **Article 5. Standards and conditions for membership of the Supervision Board**

Members of the Supervision Board must meet the following standards and conditions:

- a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

- b) Having received training in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business activities;
- c) Not a family member of a member of the Board of Directors or the General Director and other managers;
- d) Not being a manager of the Company, not necessarily a shareholder or employee of the Company;
- (d) Not allowed to work in the accounting or finance department of the Company;
- e) Must not be a member or employee of an auditing firm approved to audit the Company's financial statements for the three consecutive years preceding the audit;
- g) Other standards and conditions as prescribed by relevant laws and the company's charter.

#### **Article 6. Head of the Supervision Board**

1. The Head of the Supervision Board must have a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.
2. The Head of the Supervision Board is elected by the Supervision Board from among its members; the election, dismissal, and removal from office shall be based on a majority vote.
3. Rights and obligations of the Head of the Supervision Board:
  - Convene a meeting of the Supervision Board;
  - Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervision Board;
  - Prepare and sign the Supervision Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Article 7. Nomination and candidacy of members of the Supervision Board**

1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares or having the right to nominate candidates for the Supervision Board shall nominate candidates for the Supervision Board as follows:
  - a) Common shareholders forming a group to nominate candidates for the Supervision Board must notify the shareholders attending the meeting of the group formation before the opening of the General Meeting of Shareholders;
  - b) Based on the number of members of the Supervision Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders to be candidates for the Supervision Board. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervision Board, and other shareholders.



2. If the number of candidates for the Supervision Board nominated through election and candidacy is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Supervision Board shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Supervision Board's operating regulations. The incumbent Supervision Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervision Board in accordance with the law.

#### **Article 8. Procedures for electing, dismissing, and removing members of the Supervision Board**

1. The election, dismissal, and removal of members of the Supervision Board are within the authority of the General Meeting of Shareholders.

2. The voting for members of the Supervision Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervision Board. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Supervision Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Supervision Board, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations or the company's charter.

#### **Article 9. Cases of dismissal or removal of members of the Supervision Board**

1. The General Meeting of Shareholders may dismiss a member of the Supervision Board in the following cases:

- a) No longer meets the qualifications and conditions to be a member of the Supervision Board as stipulated in Article 169 of the Enterprise Law;
- b) A resignation letter has been submitted and accepted;
- c) Other cases as stipulated in the company's charter.

2. The General Meeting of Shareholders may dismiss a member of the Supervision Board in the following cases:

- a) Failure to complete assigned tasks or duties;
- b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
- c) Repeated and serious violations of the obligations of a member of the Supervision Board as stipulated in the Enterprise Law and the company's charter;
- d) Other cases as decided by the General Meeting of Shareholders.

**Article 10. Notification of election, dismissal, and removal of members of the Supervision Board**

1. If candidates for the Supervision Board have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervision Board must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Supervision Board. Information related to candidates for the Supervision Board that is published includes:

- a) Full name, date of birth (day, month, year);
  - b) Professional qualifications;
  - c) Work experience;
  - d) Other managerial positions;
  - d) Interests related to the Company and its related parties;
  - e) Other information (if any) as stipulated in the company's charter;
  - g) The company is responsible for disclosing information about the companies in which the candidate holds management positions and any related interests of the candidate's Supervision Board members (if any).
2. The announcement of the results of the election, dismissal, and removal of members of the Supervision Board shall be carried out in accordance with the regulations and guidelines on information disclosure.

**CHAPTER III. SUPERVISION BOARD****Article 11. Rights, obligations and responsibilities of the Supervision Board**

The Supervision Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

- 1. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.
- 2. Be accountable to shareholders for your Supervision activities.
- 3. Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Directors members, the General Director, and other managers.
- 4. Ensure coordinated activities with the Board of Directors, the General Director, and shareholders.



5. In the event of discovering any violations of the law or the company's charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Supervision Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.
6. Develop the operating regulations of the Supervision Board and submit them to the General Meeting of Shareholders for approval.
7. Reporting to the General Meeting of Shareholders as prescribed in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
8. Has the right to access the Company's records and documents kept at the head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.
9. Has the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.
10. Other rights and obligations as prescribed by law and these Statutes.

#### **Article 12. Right of the Supervision Board to receive information**

1. Documents and information must be sent to members of the Supervision Board at the same time and in the same manner as to members of the Board of Directors, including:
  - a) Notice of meeting, ballot for soliciting opinions from Board members, and accompanying documents;
  - b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
  - c) Reports from the Director or General Director to the Board of Directors or other documents issued by the Company.
2. Members of the Supervision Board have the right to access the Company's records and documents kept at the head office, branches, and other locations; and have the right to visit the workplaces of the Company's managers and employees during working hours.
3. The Board of Directors, members of the Board of Directors, the Director or General Director, and other managers must provide complete, accurate, and timely information and documents on the management, operation, and business activities of the Company as requested by members of the Supervision Board or the Supervision Board.

#### **Article 13. Responsibilities of the Supervision Board in convening extraordinary general meetings of shareholders.**

1. The Supervision Board is responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within 30 days if the Board of Directors fails to convene a General Meeting of Shareholders in the following cases:



- a) The number of remaining members of the Board of Directors and the Supervision Board is less than the number of members required by law;
  - b) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law;
  - c) When the Supervision Board requests the convening of an extraordinary General Meeting of Shareholders, but the Board of Directors fails to comply.
2. If the Supervision Board fails to convene a General Meeting of Shareholders as required, the Supervision Board shall compensate the Company for any resulting damages.
3. The costs of convening and conducting the General Meeting of Shareholders as stipulated in Clause 1 of this Article will be reimbursed by the Company.

#### **CHAPTER IV. THE SUPERVISION BOARD MEETING**

##### **Article 14. Meetings of the Supervision Board**

1. The Supervision Board must meet at least two (02) times a year, with the number of members attending the meeting being at least two-thirds (2/3) of the Supervision Board members.
2. The Supervision Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and answer questions requiring clarification.

##### **Article 15. Minutes of the Supervision Board Meeting**

The minutes of the Supervision Board meeting must be detailed and clear. The person recording the minutes and the Supervision Board members attending the meeting must sign the minutes. The minutes of the Supervision Board meetings must be kept on file to determine the responsibilities of each Supervision Board member.

#### **CHAPTER V. REPORTING AND DISCLOSING BENEFITS**

##### **Article 16. Submission of Annual Reports**

The Supervision Board's reports at the Annual General Meeting of Shareholders include the following contents:

1. Report on the company's business results, and on the performance of the Board of Directors and the General Director.
2. Self-assessment report on the performance of the Supervision Board and its members.
3. Remuneration, operating expenses, and other benefits of the Supervision Board and each member of the Supervision Board.

4. Summarize the meetings of the Supervision Board and the conclusions and recommendations of the Supervision Board; and the results of monitoring the Company's operations and finances.
5. Results of the assessment of the coordination of activities between the Supervision Board and the Board of Directors and the General Director. and the shareholders.
6. Propose and recommend to the General Meeting of Shareholders the approval of the list of auditing firms approved to audit the Company's financial statements; and the list of auditing firms approved to conduct inspections of the Company's operations when deemed necessary.

#### **Article 17. Wages and other benefits**

Salaries, remuneration, bonuses, and other benefits for members of the Supervision Board shall be implemented in accordance with the following regulations:

1. Members of the Supervision Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervision Board.
2. Members of the Supervision Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervision Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Supervision Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

#### **Article 18. Disclosure of related interests**

1. Members of the Company's Supervision Board must declare to the Company their related interests, including:
  - a) Name, business registration number, head office address, business sector and activities of the enterprise in which they own or have a stake or shareholding; percentage and time of ownership of that stake or shareholding;
  - b) The name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own more than 10% of the charter capital.
2. The declaration as stipulated in Clause 1 of this Article must be made within 7 working days from the date the relevant benefit arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.
3. Members of the Supervision Board and their related parties may only use information obtained through their positions to serve the interests of the Company.
4. Members of the Supervision Board are obligated to notify the Board of Directors and the Supervision Board in writing of transactions between the Company, its subsidiaries, and other



companies in which the Company holds control of more than fifty percent (50%) of the charter capital with members of the Supervision Board or with related parties of members of the Supervision Board as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the securities law on information disclosure.

5. Members of the Supervision Board and their related parties are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

## **CHAPTER VI. RELATIONSHIP OF THE SUPERVISION BOARD**

### **Article 19. Relationship between members of the Supervision Board**

- The members of the Supervision Board have an independent and non-dependent relationship with each other, but they coordinate and cooperate in common work to ensure the effective fulfillment of the responsibilities, rights, and duties of the Supervision Board as stipulated by law and the company's charter.
- The Head of the Supervision Board coordinates the overall work of the Supervision Board but does not have the authority to control the members of the Supervision Board.

### **Article 20. Assignment of duties among members of the Supervision Board**

Under the direction and assignment of the Head of the Supervision Board, each member of the Supervision Board has the following duties and powers:

#### **1. Task:**

- Proposing and selecting an independent audit firm, determining audit fees, and addressing any issues related to the withdrawal or dismissal of an independent audit firm;
- Discuss the nature and scope of the audit with the independent auditor before beginning the audit;
- Seek independent professional advice or legal counsel and ensure the involvement of external experts with appropriate experience and expertise in the company's work when deemed necessary;
- Discuss any difficulties and issues identified from the interim or final audit results, as well as any matters the independent auditor wishes to discuss;
- Review the company's report on internal control systems;
- Review the results of the internal investigation and feedback from the Executive Board;
- Oversee production and business operations, review accounting records, assets, and annual, semi-annual, and quarterly financial reports before submitting them to the Board of Directors, and recommend corrective actions for any irregularities (if any).
- They are invited by the Chairman of the Board of Directors to attend some Board meetings when necessary, have the right to express their opinions and make suggestions, but do not participate in voting. If they have an opinion that differs from the Board's decision, they have the right to request that their opinion be recorded in the meeting minutes.

**2. Authority:**

- Board has the right to request the Board of Member to hold an extraordinary meeting;
- Attend board meetings; have the right to participate in discussions but not to vote;
- Other rights and duties as stipulated in the company's charter and applicable laws;
- Inspections and controls under these regulations shall not hinder the normal functioning of the Board of Directors or disrupt the operations of the General Director.

**Article 21. Relationship with the Board of Directors**

The Supervision Board has an independent relationship with the Company's executive board and is responsible for overseeing the executive board's activities.

**Article 22. Relationship with the Board of Directors**

The Supervision Board has an independent relationship with the Company's Board of Directors and is responsible for overseeing the Board's activities.

**CHAPTER VII. IMPLEMENTATION CLAUSES****Article 23. Effective Date**

1. Regulations on the operation of the Supervision Board of Thong Nhat Ha Noi Joint Stock Company Approved at the Annual General Meeting of Shareholders on February 26, 2026.
2. Members of the Supervision Board, Board of Member, Executive Board, and all members of Thong Nhat Ha Noi Joint Stock Company are responsible for implementing this regulation.
3. Amendments and additions to these Regulations shall be prepared and approved by the Supervision Board of Thong Nhat Ha Noi Joint Stock Company at the General Meeting of Shareholders.
4. The regulations governing the operation of the Supervision Board consist of 7 Chapters and 23 Articles.
5. Regulations on the operation of the Supervision Board of Thong Nhat Ha Noi Joint Stock Company This will take effect immediately after being approved by the 2026 Annual General Meeting of Shareholders of Thong Nhat Ha Noi Joint Stock Company.

**BOARD OF SUPERVISION  
PREFECT**



**Nguyen Hong Thuy**